

RECORDATION NO. 23432-F FILED

JUN 29 '07 -11 05 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

June 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of First Amendment to Trust Indenture and Security Agreement, dated as of July 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement previously filed with the Board under Recordation Number 23432-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Owner Trustee: U.S. Bank National Association (not in its individual capacity but solely as Owner Trustee)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Mr. Vernon A. Williams
June 29, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

170 railcars: BRAN 5380 - BRAN 5549.

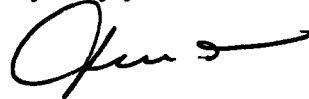
A short summary of the document to appear in the index is:

Memorandum of First Amendment to Trust Indenture and Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 29 '07 -11 05 AM

**MEMORANDUM OF FIRST AMENDMENT TO TRUST INDENTURE AND
SECURITY AGREEMENT
(GATX TRUST NO. 2001-1)**

SURFACE TRANSPORTATION BOARD


Memorandum of First Amendment to Trust Indenture and Security Agreement (GATX Trust No. 2001-1), made and entered into as of July 2, 2007, by and between U.S. Bank National Association (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association), a national banking association not in its individual capacity, but solely as Owner Trustee, ("**Owner Trustee**") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Indenture Trustee ("**Indenture Trustee**").

W I T N E S S E T H:

1. Owner Trustee and Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2001-1), dated as of March 29, 2001 (the "**Indenture**") as supplemented by that certain Indenture Supplement No. 1 (GATX Trust No. 2001-1) dated March 29, 2001 ("**Indenture Supplement**").
2. Memoranda of the Indenture and Indenture Supplement were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 29, 2001 at 10:55 a.m. and 11:01 a.m., respectively, and assigned recordation number 23432-B and 23432-C, respectively.
3. The undersigned have entered into that certain First Amendment to Trust Indenture and Security Agreement (GATX Trust No. 2001-1), dated as of July 2, 2007 whereby the Indenture has been amended in certain respects and continues to be applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective duly authorized officers as of the date and year set forth below.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

Executed on this 12th day of June, 2007.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Indenture Trustee


By _____
Name:
Title:

Executed on this 15th day of June, 2007.

STATE OF Massachusetts)
) SS:
COUNTY OF Suffolk)

On this, the 12th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June 12, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Josh Tripi
Notary Public
My Commission Expires: 2/7/08
Residing in Boston, MA

(SEAL)

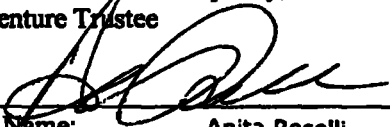
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective duly authorized officers as of the date and year set forth below.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

Executed on this 12th day of June, 2007

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Indenture Trustee

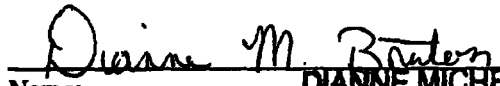
By:  _____
Name: Anita Roselli
Title: Senior Financial Services Officer

Executed on this 15th day of June, 2007

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the 15th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Anita Roselli, who being by me duly sworn, says that he is the Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 15th, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: DIANNE MICHELLE BRUTON
Notary Public **NOTARY PUBLIC - DELAWARE**
My Commission Expires November 27, 2007
Residing in Delaware

(SEAL)

EXHIBIT A

UNITS

Quantity	Car Mark	Car Number Range (inclusive)
170	BRAN	5380-5549

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/07



Robert W. Alvord